

R S Capital, Inc.

19521

JUL 10 1995

June 26, 1995

Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Midlred Lee
Room 2303

RE: Lease Agreement by and between RS Equipment Leasing
Associates, Ltd. 1987-A and Georgia Northeastern Railroad
Co., Inc.

Dear Ms. Lee:

Enclosed herewith are four (4) originally executed and notarized
copies of a Summary Lease Agreement by and between RS Equipment
Leasing Associates, Ltd. 1987-A, as Lessor, and Georgia
Northeastern Railroad Co., Inc., as Lessee. The Lease is for a
GP-35 Road Switcher (#372).

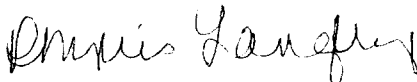
The addresses of the parties are as follows:

RS Equipment Leasing Associates, Ltd. 1987-A *lessor*
200 Galleria Parkway, Suite 1705
Atlanta, Georgia 30339

Georgia Northeastern Railroad Co., Inc. *lessee*
1819 Peachtree Rd., N.E., Suite 315
Atlanta, Georgia 30309

I would appreciate your recording the enclosed Summary Lease
Agreement and returning three (3) copies to me. A check for the
filing fee in the amount of \$18.00 is enclosed.

Sincerely,



Phyllis J. Langley
Financial & Operations Principal

MEMORANDUM OF LEASE AGREEMENT

1. This Memorandum of Lease Agreement is made and entered into as of June 1, 1995, by and between RS EQUIPMENT LEASING ASSOCIATES, LTD. 1987-A, herein referred to as "Lessor", and GEORGIA NORTHEASTERN RAILROAD CO., INC., herein referred to as "Lessee".
2. Lessor agrees to lease to Lessee and Lessee agrees to and hereby leases from Lessor the following:

GP-35 Road Switcher (#372)
HP 2500 B-B
16 Cycls.
Engine - 567C
Built: 1965 by EMD
3. The addresses of the parties are as follows:

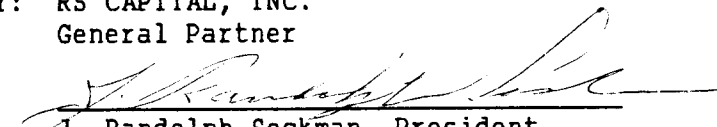
RS Equipment Leasing Associates, Ltd. 1987-A (Lessor)
200 Galleria Parkway, Suite 1705
Atlanta, Georgia 30339

Georgia Northeastern Railroad Co., Inc. (Lessee)
1819 Peachtree Rd., N.E., Suite 315
Atlanta, Georgia 30309
4. The Initial Term of this Lease Agreement shall end on November 30, 1997.
5. The terms and provisions of this lease are more particularly set forth in a Lease Agreement dated June 1, 1995 by and between RS Equipment Leasing Associates, Ltd. 1987-A, Lessor, and Georgia Northeastern Railroad Co., Inc., Lessee.

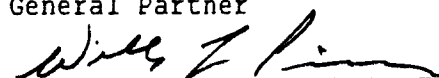
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be executed as of the day and year first above written.

RS EQUIPMENT LEASING ASSOCIATES, LTD. 1987-A (LESSOR)

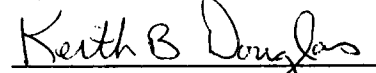
BY: RS CAPITAL, INC.
General Partner


J. Randolph Seckman, President

RAILCAR MANAGEMENT, INC.
General Partner

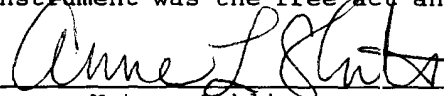

Wilds L. Pierce, Chairman

GEORGIA NORTHEASTERN RAILROAD CO., INC. (LESSEE)

BY: 
Keith B. Douglas, Vice-President

STATE OF GEORGIA)
) ss
COUNTY OF FULTON)

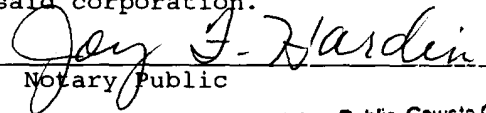
On this 26th day of June, 1995, before me personally appeared J. Randolph Seckman, to me personally known, who being by me duly sworn says that he is General Partner of RS Equipment Leasing Associates, LTD. 1987-A, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public
Notary Public, Cobb County, Georgia
My Commission Expires January 1, 1996.

STATE OF GEORGIA)
) ss
COUNTY OF FULTON)

On this 15th day of June, 1995, before me personally appeared Wilds L. Pierce, to me personally known, who being by me duly sworn says that he is Chairman of Railcar Management, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public, Coweta County, Georgia
My Commission Expires March 30, 1999

STATE OF GEORGIA)
) ss
COUNTY OF FULTON)

On this 15th day of June, 1995, before me personally appeared Keith B. Douglas, to me personally known, who being by me duly sworn says that he is Vice President of the Georgia Northeastern Railroad Company, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public, Coweta County, Georgia
My Commission Expires March 30, 1999